

F96000006682

TO: Qualification/Registration Section
Division of Corporations

SUBJECT: University of Virginia Real Estate Foundation
(Name of Corporation)

100002033231--7
-12/19/96--01011--003
*****70.00 *****70.00

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Claire P. Hume

(Name of Person)

University of Virginia Real Estate Foundation

(Firm/Company)

P.O. Box 9023

(Address)

Charlottesville, VA 22906

(City, State and Zip Code)

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For further information concerning this matter, please call:

Claire P. Hume
(Name of Person)

at (804) 982 - 4848
Area Code & Daytime Telephone Number

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COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



OFFICE OF THE
UNIVERSITY OF VIRGINIA REAL ESTATE FOUNDATION

P. O. Box 8023
CHARLOTTESVILLE, VA 22908
• (804) 982-4848
• FAX (804) 982-4852

December 4, 1996

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed is the application for our not for profit corporation to conduct its affairs in Florida. The following are included:

1. Transmittal letter
2. Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida
3. Description of Activities of Corporation
4. Certificate of Existence and Good Standing from Virginia
5. Check for \$70.00 made out to Florida Department of State

Should you need further information, please contact me at (804) 982-4848.

Sincerely,

Claire P. Hume, CPA

SC:lp

Enclosures

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

**IN COMPLIANCE WITH SECTION 617.1303, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:**

1. University of Virginia Real Estate Foundation, Incorporated
(Name of corporation must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. Virginia
(State or country under the law of which it is incorporated)
3. 54-1373614
(FBI number, if applicable)
4. 3-14-86
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. n/a
(Date corporation first conducted Affairs in Florida: See sections 617.1301, 617.1302, and 617.133, F.S.)
7. P.O. Box 9023
Charlottesville, VA 22906
(Current mailing address)
8. See attached sheet
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
C T CORPORATION SYSTEM
(Name)
1200 South Pine Island Road
(Office address)
Plantation, Florida, 33324
(City) (Zip Code)

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10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Kevin Gallagher
(Registered Agent's signature)

Kevin J. Gallagher, Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address only- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Mr. Hovey S. Dabney

Address: Jefferson National Bank, 123 East Main Street
Charlottesville, VA 22902

Vice Chairman: _____

Address: _____

Director: Mr. John S. Battle, Jr., Esquire

Address: McGuire Woods Battle & Booths, One James Center
Richmond, VA 23219

Director: Mr. W. Heywood Fralin, Esquire

Address: Fralin & Waldron, Inc., 2917 Penn Forest Blvd.
Roanoke, VA 24018-0503

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Mr. Mortimer M. Caplin

Address: Caplin & Drysdale, One Thomas Circle, N.W. Suite 1100
Washington, D.C. 20005

Vice President: Mrs. Elizabeth D. Morie

Address: 304 Laketree Drive
Staunton, VA 24401

Secretary: Mr. Tim E. Rose

Address: 2333 Old Ivy Road, Charlottesville, VA 22906-9023

Treasurer: Ms. Alice W. Handy

Address: 2333 Old Ivy Road, Charlottesville, VA 22906-9012

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Tim R. Rose
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

Mr. Tim R. Rose, Chief Operating Officer - Secretary
(Typed or printed name and capacity of person signing application)

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Additional Directors:

Mr. Leonard W. Sandridge, Jr.
University of Virginia
Madison Hall
Madison Lane
Charlottesville, VA 22903

Mr. Albert H. Small
Southern Engineering Corp.
1050 Connecticut Ave., N.W.
Suite 444
Washington, DC 20036

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OFFICE OF THE
UNIVERSITY OF VIRGINIA REAL ESTATE FOUNDATION

P. O. BOX 9023
CHARLOTTESVILLE, VA 22906
• (804) 952-4848
• FAX (804) 952-4852

UNIVERSITY OF VIRGINIA REAL ESTATE FOUNDATION

Description of Activities

Based in part on the experience of a number of colleges and universities which have affiliated foundations performing real estate activities, and stemming from a report of the Urban Land Institute, University of Virginia Real Estate Foundation was incorporated on March 14, 1966, as a nonstock corporation pursuant to the Virginia NonStock Corporation Act.

The primary function and responsibility of the Foundation is acquiring, developing, and managing real property, or interests in real property and related assets, for the benefit of the University. To this end, prospective land acquisitions are undertaken by the Foundation to accommodate future academic, institutional and housing requirements and to promote the growth of the University's research and related activities. The Foundation also undertakes the acquisition and development of property immediately adjacent to the University grounds to insure that adjacent development is in harmony and compatible with the University's academic setting and its stature as an historical and cultural landmark.

The Foundation acquires real estate in a variety of ways --by purchase, by transfer from the University and other grantors affiliated with the University, and by gifts to it from outside donors. The Foundation initially was capitalized by a transfer of funds to it from the University's endowment. The Foundation's on-going sources of support are contributions / loans from the University and its affiliates, bank loans, and income generated by (1) lease, sale, or exchange of Foundation real estate assets or rights to such assets; and, (2) development projects or activities undertaken by the Foundation.

The Foundation may retain revenues at the discretion of its governing body to further its purposes. Subject to the foregoing, and after payment of operating expenses, the Foundation will make periodic distributions of net revenues to the University, or to affiliated tax-exempt organization of the University for the benefit of the University.

Another function and responsibility of the Foundation is the issuance and management of gift annuity agreements. Under these agreements, an annuitant makes a contribution. In exchange for that contribution the Foundation will, for the life of the annuitant, pay an annuity or annual sum. This annuity will generally be paid annually or in equal quarterly installments. At the annuitant's death, the residuum of the annuity, along with any refund, unearned premiums or other payments due become the property of the Foundation to be distributed in accordance with the gift annuity agreement.

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Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

UNIVERSITY OF VIRGINIA REAL ESTATE FOUNDATION is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is March 14, 1986.

Nothing more is hereby certified.

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Signed and Sealed at Richmond
on this Date: November 12, 1996

William J. Bridge
William J. Bridge, Clerk of the Commission